

**Fill in this information to identify the case**

United States Bankruptcy Court for the:

Southern District of Texas  
(State)

Case number (If known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/16**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

**1. Debtor's name** Azure Midstream Partners, LP**2. All other names debtor used in the last 8 years** Marlin Midstream Partners, LPInclude any assumed names, trade names, and *doing business as* names**3. Debtor's federal Employer Identification Number (EIN)** 46-2627595**4. Debtor's address****Principal place of business****Mailing address, if different from principal place of business**

12377 Merit Drive, Suite 300

Number

Street

Number

Street

P.O. Box

Dallas

Texas

75251

City

State

ZIP Code

City

State

ZIP Code

**Location of principal assets, if different from principal place of business**

Dallas

County

Number

Street

City

State

ZIP Code

**5. Debtor's website (URL)** <http://www.azuremidstreampartners.com>**6. Type of debtor**☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☒ Partnership (excluding LLP)☐ Other. Specify:

**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

**B. Check all that apply:**

- ☐ Tax- entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**

**2111****8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7  
☐ Chapter 9  
☒ Chapter 11. **Check all that apply:**
- ☐ Debtors' aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
☐ A plan is being filed with this petition.  
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM/ DD/ YYYY  
 District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM / DD/ YYYY

If more than 2 cases, attach a separate list.

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No

☒ Yes Debtor See attached Schedule 1 Relationship Affiliates  
 District Southern District of Texas When 1/30/2017  
 Case number, if known \_\_\_\_\_ MM / DD/ YYYY

List all cases. If more than 1, attach a separate list.

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other \_\_\_\_\_**Where is the property?**

Number

Street

City

State

ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency

Contact Name

Phone

Statistical and administrative information

**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |                                  |   |  |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49    | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000           | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000          | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |   |  |

**15. Estimated assets**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**16. Estimated liabilities**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

Request for Relief, Declaration, and Signatures

**WARNING** – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 1/30/2017  
MM / DD / YYYY

x

/s/ I.J. Berthelot, II

Signature of authorized representative of debtor

I.J. Berthelot, II

Printed name

President

Title

**18. Signature of attorney**

x

/s/ Christopher M. López

Signature of attorney for debtor

Date

1/30/2017

MM / DD / YYYY

Christopher M. López

Printed Name

Weil, Gotshal & Manges LLP

Firm Name

700 Louisiana Street, Suite 1700

Number Street

Houston

City

Texas

State

77002

ZIP Code

(713) 546-5000

Contact phone

chris.lopez@weil.com

Email address

24041356

Bar Number

Texas

State

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

**AZURE MIDSTREAM  
PARTNERS, LP,**

**Debtor.**

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Chapter 11

Case No. 17-[ ] ( )

Joint Administration Requested

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-36018.

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2016.

- a. Total assets approx. \$375,531,000
- b. Total debts (including debts listed in 2.c., below) approx. \$179,381,000
- c. Debt securities held by more than 500 holders

					Approximate number of holders:	
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____

d. Number of shares of preferred stock: \_\_\_\_\_

e. Number of shares common stock 11,284,341

Comments, if any: \_\_\_\_\_

3. Brief description of debtor's business: Azure Midstream Partners, LP is a fee-based, growth-oriented limited partnership formed to develop, operate, and acquire midstream energy assets. Azure, which maintains substantial business operations and offices in Katy, Texas, provides natural gas gathering, transportation, and processing services as well as natural gas liquid transportation and crude oil logistics services throughout Texas, Louisiana, Utah, New Mexico, and Wyoming.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: N/A

**Schedule 1****Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

<b>COMPANY</b>
Azure Midstream Partners, LP
Azure ETG, LLC
Azure Holdings GP, LLC
Azure Midstream Partners GP, LLC
Azure TGG, LLC
Marlin G&P I, LLC
Marlin Logistics, LLC
Marlin Midstream Finance Corp.
Marlin Midstream, LLC
Murvaul Gas Gathering, LLC
Talco Midstream Assets, Ltd.
Turkey Creek Pipeline LLC

**AZURE MIDSTREAM PARTNERS GP, LLC**

**SECRETARY'S CERTIFICATE**

January 29, 2017

The undersigned Secretary of Azure Midstream Partners GP, LLC, a Delaware limited liability company (the "**General Partner**"), hereby certifies on behalf of the General Partner, in such capacity and not individually and without assuming any personal liability, that attached hereto as Exhibit A is a true, correct and complete copy of the resolutions adopted by the board of directors (the "**Board**") of the General Partner, acting in its capacity as the general partner of Azure Midstream Partners LP, a Delaware limited partnership, and on its own behalf, at a special telephonic meeting of the Board held on January 29, 2017.

**IN WITNESS WHEREOF**, the undersigned has executed this Secretary's Certificate to be effective as of the date first above written.

**AZURE MIDSTREAM PARTNERS GP, LLC**

By: \_\_\_\_\_

Name: Roy E. Bertolatus

Title: Secretary

**EXHIBIT A**

**Resolutions Adopted By the Board of Directors  
of  
Azure Midstream Partners GP, LLC**

*Attached hereto*



**RESOLUTIONS  
OF  
THE BOARD OF DIRECTORS  
OF  
AZURE MIDSTREAM PARTNERS GP, LLC  
IN ITS CAPACITY AS GENERAL PARTNER  
OF  
AZURE MIDSTREAM PARTNERS, LP  
AND ON ITS OWN BEHALF**

Effective as of this 29th day of January, 2017, pursuant to a special telephonic meeting on the same date, the members constituting at least a majority of the votes of a quorum of the board of directors (the “**Board**”) of Azure Midstream Partners GP, LLC (the “**General Partner**”), a Delaware limited liability company, in its capacity as general partner of Azure Midstream Partners LP, a Delaware master limited partnership (the “**Partnership**”) and on its own behalf, upon a motion duly made and seconded and acting pursuant to the General Partner’s organizational documents, took the following actions and adopted the following resolutions:

**WHEREAS**, the Board believes that, after consultation with the management and the legal and financial advisors of the Partnership regarding the liabilities and liquidity of the Partnership and the General Partner, the strategic alternatives available to it, the impact of the foregoing on the Partnership and the General Partner’s respective businesses, authorizing the Partnership and the General Partner to file a petition seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Chapter 11 Case**”), in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”);

**WHEREAS**, the Board has had the adequate opportunity to consult with the management and the legal and financial advisors of the Partnership to fully consider each of the strategic alternatives available to the Partnership and the General Partner; and

**WHEREAS**, the Board desires to approve the following resolutions.

**I. Commencement of Chapter 11 Case**

**NOW, THEREFORE, BE IT RESOLVED**, that each of the Chief Executive Officer, Chief Financial Officer, or any other officer of the General Partner (each, an “**Authorized Officer**”) in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of the General Partner, in its capacity as general partner of the Partnership and on its own behalf, all petitions, schedules, motions, lists, applications, pleadings, notices, certifications and other papers in the Bankruptcy Court, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, restructuring advisors, financial advisors, investment bankers and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Chapter 11 Case, including, without limitation, negotiating, executing, delivering and performing any and all documents, agreements, certificates and/or instruments in connection with the transactions and professional

retentions set forth in this resolution, with a view to the successful prosecution of the Chapter 11 Case;

## **II. Retention of Advisors**

**FURTHER RESOLVED**, that the firm of Evercore Group L.L.C. is hereby retained as financial advisor for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval;

**FURTHER RESOLVED**, that the firm of Alvarez & Marsal North America, LLC is hereby retained as restructuring advisor for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval;

**FURTHER RESOLVED**, that the law firm of Weil, Gotshal & Manges LLP is hereby retained as counsel to the Company in the Chapter 11 Case, subject to Bankruptcy Court approval;

**FURTHER RESOLVED**, that the law firm of Vinson & Elkins LLP is hereby retained as corporate counsel to the Company in the Chapter 11 Case, subject to Bankruptcy Court approval;

**FURTHER RESOLVED**, that the firm of Kurtzman Carson Consultants LLC is hereby retained as claims, noticing and solicitation agent for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval;

## **III. General Authorization and Ratification of Past Actions**

**FURTHER RESOLVED**, that any Authorized Officer is authorized, in the name and on behalf of the General Partner, in its capacity as general partner of the Partnership and on its own behalf, to cause the Partnership and the General Partner to do and perform, or cause to be done and performed, any and all such acts, deeds and things, to make, execute and deliver, or cause to be made, executed and delivered, any and all documents and to take any and all actions as may be necessary or in their opinion desirable to implement or carry into effect the intent and purpose of (a) the foregoing resolutions, or (b) any other action on behalf of the Partnership and the General Partner in furtherance of, or related to, the obligations listed herein, including, without limitation, executing and delivering, and causing the performance by the Partnership and the General Partner of their respective obligations under, any agreement or document referred to herein; and the execution by any such Authorized Officer of any such document or the taking of any such other action by or at the direction of any such Authorized Officer shall conclusively establish and evidence (i) their making any determination required by the foregoing resolutions as to the necessity or advisability of any particular agreement or action and (ii) their authority therefor;

**FURTHER RESOLVED**, that the Authorized Officers are authorized, in the name and on behalf of the General Partner, in its capacity as general partner of the Partnership and on its own behalf, to secure the payment and performance of any post-petition financing by (i) pledging or granting liens or mortgages on, or security interests in all or any portion of the Partnership's assets and (ii) entering into or causing to be entered into such security

agreements, pledge agreements, control agreements, inter-creditors agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination;

**FURTHER RESOLVED**, that, to the extent the General Partner or Partnership serves as (i) the sole member, (ii) general partner, (iii) manager, (iv) managing member, (v) member, or (vi) other governing body (collectively, a **“Controlling Company”**), in each case, of any subsidiary or affiliate of the General Partner or Partnership (a **“Controlled Company”**), each Authorized Officer, any one of whom may act without the joinder of any of the others, is hereby authorized, empowered and directed in the name and on behalf of such Controlling Company (acting for such Controlled Company in the capacity set forth above), to (i) authorize such Controlled Company to take any action that the General Partner and/or Partnership is authorized to take hereunder and/or (ii) take all of the actions on behalf of such Controlled Company that an Authorized Officer is herein authorized to take on behalf of the Partnership, General Partner or such Controlling Company; and

**FURTHER RESOLVED**, that any and all actions taken by any Authorized Officer or the directors of the General Partner in the name and on behalf of the General Partner, in its capacity as general partner of the Partnership and on its own behalf, prior to the date of these resolutions that would have been authorized by these resolutions but for the fact that such actions were taken prior to the date of these resolutions be, and hereby are, authorized, ratified, confirmed, adopted and approved in all respects as the acts and deeds of the Partnership or the General Partner, as applicable.

\*\*\*\*

**Fill in this information to identify the case:**Debtor Name Azure Midstream Partners, LP, et al.United States Bankruptcy Court for the: Southern District of Texas  
(State)

Case number (if known): \_\_\_\_\_

Check if this is an  
amended filingOfficial Form 204**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	BP America Production Company 521 South Boston, Ste 1119-A Tulsa, OK 74103	Attn: Mark L. King Tele: 281-366-0392 Fax: 281-366-4519 Email: mark.king2@bp.com	Trade Payable	Unliquidated			\$575,756*
2	Indigo Resources LLC 600 Travis Street Suite 5500 Houston, TX 77002	Attn: Becky Bayless, CFO & EVP Tele: 713-237-5000 Fax: 713-237-5040 Email:	Trade Payable	Unliquidated			\$429,868*
3	Enerflex Energy Systems Inc. 10815 Telge Road Houston, TX 77095	Attn: Marc Rossiter President, USA Tele: 281-345-9300 Fax: 281-345-7434 Email: info@enerflex.com	Trade Payable				\$179,668.04
4	Enduro Operating LLC 777 Main St Ste 800 Fort Worth, TX 76102-5350	Attn: Jon S. Brumley, CEO Tele: 817-744-8200 Fax: 817-529-8450 Email:	Trade Payable	Unliquidated			\$146,195*
5	Valence Operating Company 600 Rockmead Dr Suite 200 Kingwood, TX 77339	Attn: Douglas Scherr, CFO Tele: 281-359-3659 Fax: 281-358-5333 Email:	Trade Payable	Unliquidated			\$139,030*
6	Bishop Petroleum Inc 5900 Memorial Dr. Ste 216B Houston, TX 77007-8008	Attn: Robert H Bishop, President Tele: 713-862-4775 Fax: 713-439-0735 Email:	Trade Payable	Unliquidated			\$137,898*

\*Estimated trade payable as of the petition date.

Debtor Azure Midstream Partners, LP, et al.

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	TDW Services Inc 1444 N Cockrell Hill Rd. Ste 105 Dallas, TX 75211	Attn: Robert McGrew, CEO Tele: 214-467-8113 Fax: 918-446-6327 Email:	Trade Payable				\$94,790.37
8	R. Lacy Services, Ltd. 222 East Tyler Street P.O. Box 2146 Longview, TX 75606	Attn: Plez Henderson, Vice President Tele: 903-233-4601 Fax: 903-758-5098 Email: mcherry@rlacy.com	Trade Payable	Unliquidated			\$89,663*
9	Continental Operating CO 9805 Katy Freeway, Suite 500 Houston, TX 77024	Attn: Greg Mitschke Tele: 713-209-1110 Fax: 713-591-0207 Email: info@continentaloperating.com	Trade Payable	Unliquidated			\$66,628*
10	Maximus Operating LTD 1601 E Whaley St Longview, TX 75601	Attn: James R. Wright, President Tele: 903-753-0941 Fax: 903-753-2644 Email:	Trade Payable	Unliquidated			\$61,901*
11	Wagon Wheel Arklatex, LLC 100 South Riverfront Drive Suite 600 Jenks, OK 74037	Attn: Chris Benton, CFO Tele: 918- 528-1060 Fax: 918-528-1061 Email: corporate@wagonwhelexp.com	Trade Payable	Unliquidated			\$53,411*
12	Kinder Morgan Tejas Pipeline LLC 500 Dallas Suite 1000 Houston, TX 77002	Attn: Rick Dietz, Contract Administration Tele: 713-369-9419 Fax: 713-230-5675 Email: rick_dietz@kindermorgan.com	Trade Payable	Unliquidated			\$49,892*
13	Memorial Production Partners LP 500 Dallas St Suite 1600 Houston, TX 77002	Attn: Director or Officer Tele: 713-490-8900 Fax: 713-490-8901 Email: info@memorialpp.com	Trade Payable	Unliquidated			\$41,516*
14	Endeavor Pipeline Inc 9400 North Broadway, Suite 600 Oklahoma City, OK 73114	Attn: David Donnell Tele: 405-600-0711 Fax: 405-600-0600 Email:	Trade Payable	Unliquidated			\$38,849*
15	Enable Gas Transmission, LLC One Leadership Square 211 N Robinson Ave., Suite 150 Oklahoma City, OK 73102	Attn: Scott Terbrock Tele: 713-207-5842 Fax: 713-207-4898 Email: mark.schroeder@enablemidstream.com	Trade Payable	Unliquidated			\$36,217*
16	Waukesha-Pearce Industries, Inc 12320 S Main Street Houston, TX 77035	Attn: Louis M. Pearce, III President Tele: 713-723-1050 Fax: 713-551-0798 Email:	Trade Payable				\$35,113.11
17	Wilcox Operating Corporation 5220 Hollywood Ave Shreveport, LA 71109-7717	Attn: Mark F. Preddy, Sr. ,President Tele: 903-472-5411 Fax: 318-868-1903 Email:	Trade Payable	Unliquidated			\$33,505*
18	31 Energy Services LLC 7136 FM 31 South Carthage, TX 75633	Attn: Director or Officer Tele: 903-622-4180 Fax: 903-622-4190 Email:	Trade Payable				\$33,104.25

\*Estimated trade payable as of the petition date.

Debtor Azure Midstream Partners, LP, et al.

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
19	Kaiser-Francis Oil Company 6733 South Yale Avenue Tulsa, OK 74136	Attn: Don Millican CFO Tele: 918-494-0000 Fax: 918-491-4694 Email:	Trade Payable	Unliquidated			\$26,549*
20	BHB Oil INC 113 N. Kerley Ave Oil City, LA 71061	Attn: Mark Wooldridge Gyron, President Tele: 830-992-0836; 318-995-6279 Fax: 318-995-5466 Email: gmwool@cmaaccess.com	Trade Payable	Unliquidated			\$26,274*
21	NuStar Logistics, L.P. 19003 IH-10 West San Antonio, TX 78257	Attn: Brad Barron, President & CEO Tele: 210-918-2000 Fax: 210-918-5057 Email:	Trade Payable				\$26,039.52
22	Comstock Oil & Gas, LP 5300 Town & Country Blvd #500 Frisco, TX 75034	Attn: Jay Allison, CEO Tele: 972-668-8800 Fax: 972-668-8812 Email: jallison@comstockresources.com	Trade Payable	Unliquidated			\$25,951*
23	Dominion Gas Ventures LP 2720 Stemmons Freeway Suite 700 South Tower Dallas, TX 75207	Attn: Luciean Tujague Tele: 214-630-0088 Fax: 214-630-0099 Email:	Trade Payable	Unliquidated			\$24,385*
24	Peak Energy Corp 1800 Preston Park Blvd Suite 112 Plano, TX 75093	Attn: H Douglas Tele: 972-596-1443 Fax: 972-596-1713 Email:	Trade Payable	Unliquidated			\$22,369*
25	Coastal Chemical Co LLC 3520 Veterans Memorial Drive Abbeville, LA 70510	Attn: James Doyle Sr., President Tele: 337-892-1112 Fax: 337-892-1185 Email: cranalletta@brenatog.com	Trade Payable				\$20,293.64
26	LATX Operations, LLC 13927 E US Highway 80 Waskom, TX 75692	Attn: Jonathan St. Amant and Derek St. Amant Tele: 903-927-1446 Fax: 903-938-8127 Email:	Trade Payable				\$19,876.64
27	RMW Construction 1135 S I-20 SERVICE RD W Waskom, TX 75692	Attn: Director or Officer Tele: 903-687-2585 Fax: 903-687-2575 Email: rmwconstruction@live.com	Trade Payable				\$18,777.30
28	Basa Resources Inc 14875 Landmark Blvd - 4Th Floor Dallas, TX 75254	Attn: Michael N. Foster Jr., President Tele: 214-559-4200 Fax: 214-528-1988 Email: info@basaresources.com	Trade Payable	Unliquidated			\$17,454*
29	EOG Resources, INC. 1111 Bagby, Sky Lobby 2 Houston, TX 77002	Attn: Gary L. Thomas, President & COO Tele: 713-651-7000 Fax: 713-651-6995 Email:	Trade Payable	Unliquidated			\$17,305*
30	Crimson Exploration Operating Inc 717 Texas Street, Suite 2900 Houston, TX 77002	Attn: Allan D. Keel, President & CEO Tele: 713-236-7400 Fax: 713-236-4424 Email:	Trade Payable	Unliquidated			\$14,696*

\*Estimated trade payable as of the petition date.

**Fill in this information to identify the case and this filing:**Debtor Name Azure Midstream Partners, LP, et al.United States Bankruptcy Court for the Southern District of Texas  
(State)

Case number (If known): \_\_\_\_\_

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: 1/30/2017  
MM/DD/YYYY

x

/s/ I.J. Berthelot, II

Signature of individual signing on behalf of debtor

I.J. Berthelot, II

Printed name

President

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>  <b>AZURE MIDSTREAM PARTNERS, LP,</b>  <b>Debtor.</b>	§ § § § § § § § §	<b>Chapter 11</b>  <b>Case No. 17-[_____] (____)</b>  <b>Joint Administration Requested</b>
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**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT TO  
FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007 AND 7007.1**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in Azure Midstream Partners, LP (“**Azure**”) and certain of its debtor subsidiaries and affiliates, as debtors and debtors in possession in the above captioned chapter 11 cases (collectively, the “**Debtors**”). Azure, on behalf of itself and the Debtors, respectfully represents the following:

1. Each Debtor listed in **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
2. Non-Debtor Azure Midstream Energy, LLC (“**AME**”) beneficially owns 100% of the membership interests of the Azure Midstream Partners GP, LLC (the “**General Partner**”), as its sole member. Non-Debtor Azure Midstream Holdings, LLC, in turn, beneficially owns 100% of the membership interests in AME.
3. Azure is the ultimate parent company of each of the other Debtors excluding the General Partner (collectively, the “**Azure Subsidiaries**”), and beneficially owns, directly or indirectly, a 100% equity interest in each of the Azure Subsidiaries.
4. Azure is a publicly traded master limited partnership. As of September 30, 2016 no corporations, as defined in title 11 of the United States Code, directly or indirectly owned more than

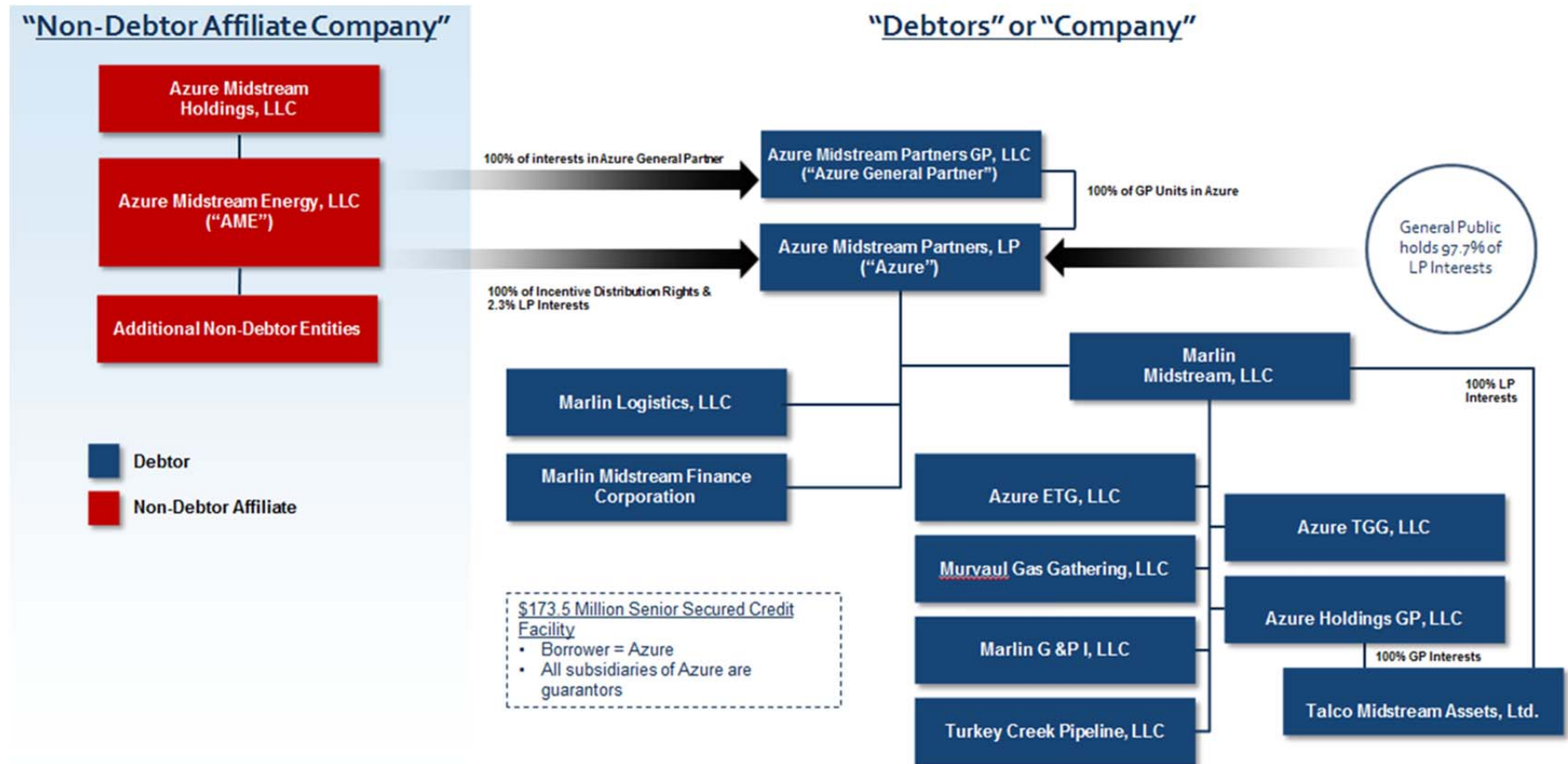


10% of Azure's common units. 100% of the outstanding subordinated units are owned by Azure itself in treasury. AME owns 100% of the outstanding Incentive Distribution Rights Units of Azure, which entitle the holder to cash distributions from operating surplus after certain distributions to common or general partner units have been achieved.

**Exhibit A**

**Organizational Chart**

**Azure Midstream Partners, LP et al. Organizational Structure**



**Fill in this information to identify the case and this filing:**Debtor Name Azure Midstream Partners, LPUnited States Bankruptcy Court for the Southern District of Texas  
(State)

Case number (If known): \_\_\_\_\_

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**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on <u>1/30/2017</u> MM / DD / YYYY	<div style="text-align: center;"><b>X</b></div> <u>/s/ I.J. Berthelot, II</u> Signature of individual signing on behalf of debtor  <u>I.J. Berthelot, II</u> Printed name  <u>President</u> Position or relationship to debtor
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